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- and -

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Counsel to the Debtors and
Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

----- X
In re: : Chapter 11
:
CIRCUIT CITY STORES, INC., : Case No. 08-35653 (KRH)
et al., :
:
Debtors. : Jointly Administered
----- X

**ORDER GRANTING THIRD INTERIM FEE APPLICATION OF
ERNST & YOUNG LLP, AS ACCOUNTING AND TAX CONSULTANTS
FOR THE DEBTORS, FOR THE PERIOD BEGINNING
MAY 1, 2009 THROUGH JULY 31, 2009**

Upon consideration of the Third Interim Fee Application
of Ernst & Young LLP as Accounting and Tax Consultants for
the Debtors for the Period of May 1, 2009 through July 31,
2009 (the "Application"); and the Court having reviewed the
Application and the Court having determined that the relief

requested in the Application is necessary and appropriate; and it appearing that proper and adequate notice of the Application has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED that:

1. The Application meets the requirements of the Bankruptcy Code and the compensation and reimbursement of expenses sought in the Application is both fair and reasonable.

2. The Application is hereby approved in its entirety, and compensation in the total amount of \$429,595.73 and reimbursement in the total amount of \$1,564.58 for the Application Period is hereby approved, and the Debtors are hereby authorized and directed to pay the unpaid portion of such compensation and/or expenses.

3. This Court will retain jurisdiction with respect to any dispute concerning the relief granted hereunder.

Dated: Richmond, Virginia
_____, 2009

UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

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/s/ Douglas M. Foley
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Counsel to the Debtors and Debtors in Possession

CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1 (C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley

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